

Hillcrest Academy, Inc
Minutes of the Meeting of the Board of Directors
Held February 27, 2014

The meeting convened at 3:10 pm at the 4710 East Baseline Road in Mesa, AZ. Present were Ryan Christensen, Jerad Hunsaker, Michael Scott. Members Absent were Charlotte Day and Stephen Humay. Chairman Ryan Christensen conducted the meeting. Members of the public present were Laurent Badoux (by phone) and Michelle Shelby (by phone joined at 4:01)

1. Minutes of the previous regular meeting had been previously emailed to the members. No Corrections were requested. Jerad moved and Mike seconded to accept the minutes. Voting was unanimous in the affirmative.
2. FY2013 Audit was presented to the board. Discussion of findings and possible corrective action plans were discussed. There was discussion regarding the settlement statement agreement received from ASBCS staff. Ryan motioned and Jerad Seconded to accept the Settlement Agreement as presented by ASBCS Staff. Voting was unanimous in the affirmative.
3. The board discussed options and information gathered by Ryan Christensen & Laurent Badoux from consultants, legal and a meeting with ASBCS staff regarding possible relationship options between Hillcrest Academy and International Charter School of Arizona. The pros and cons of maintaining a Charter Management Agreement were discussed. The Pros and Cons of merging both entities were discussed. Ryan motioned and Jerad Seconded that with the approval of Arizona State Board for Charter Schools (ASBCS) approval, Hillcrest Academy and International Charter School of Arizona work to merge together in the following order 1) align the two boards with the same membership 2) align the Mission and Vision of each 3) align the program of instruction of each and 4) align grade levels so that there are no overlapping grades. Voting was unanimous in the affirmative.
4. Upon Approval from ASBCS, Hillcrest accepts Laurent Badoux as a new board member.
 - a. Ryan motioned to accept Laurent Badoux as a new board member for Hillcrest Academy.
 - b. Mike seconded the motion
 - c. All board members agreed.
5. Upon Approval from ASBCS, Hillcrest accepts Gordon Digby as a new board member.
 - a. Ryan motioned to accept Gordon Digby as a new board member for Hillcrest Academy.
 - b. Mike seconded the motion
 - c. All board members agreed.
6. Upon Approval from ASBCS, Hillcrest accepts Michelle Shelby as a new board member.

- a. Ryan motioned to accept Michelle Shelby as a new board member for Hillcrest Academy.
 - b. Mike seconded the motion
 - c. All board members agreed.
7. Upon Approval from ASBCS, Hillcrest accepts the resignation of Charlotte Day.
 - a. Ryan motioned to accept Mrs. Day's resignation.
 - b. Jerad seconded the motion
 - c. All board members Agree.
8. Upon Approval from ASBCS, Hillcrest accepts the resignation of Stephan Humay.
 - a. Ryan motioned to accept Stephan's resignation.
 - b. Jerad seconded the motion
 - c. All board members Agree.
9. The Board was presented with a revised Mission and Vision statement that was prepared by Staff.
 - a. Jerad motioned to accept Upon Approval from ASBCS, the new mission and vision statement as presented.
 - b. Mike seconded the motion
 - c. All board members agreed
10. The Board discussed the use of the Hillcrest Academy name and logo to market for ICSA.
 - a. Ryan motioned to allow ICSA to use Hillcrest Academy's Name and Logo and to set up with the state of Arizona a doing business as Hillcrest Academy.
 - b. Jerad Seconded the motion
 - c. All board members agreed
11. The Board was presented with a revised aligned program of instruction that was prepared by Staff.
 - a. Mike motioned to accept Upon Approval from ASBCS, the revised program of instruction
 - b. Ryan seconded the motion
 - c. All board members agreed
12. The board discussed the progress on facilities. The board was presented with the ability to move the school site from its Baseline location into a new facility with 10 acres of land located South of the South East Corner of Power Road and Elliot. The Board discussed the benefits of the new site and the ability to build a building suitable to its Mission and Vision. The Board discussed the growing demand in the area of the new site and the ability to fill the school with current demographics.
 - a. Jerad motioned and Mike seconded that with ASBCS approval, Hillcrest enter into a lease agreement effective 7/1/2014 on the new build-to-suite location.

- b. All board members agreed Ryan Abstained.
13. The Board discussed new facilities in Phoenix to align with ICSA. The board was presented with the ability to enter into a lease agreement for an existing facility located at 40th Street and Paradise Lane.
- a. Jerad motioned and mike seconded that with ASBCS approval for an expansion site, that Hillcrest enters into a lease agreement effective 7/1/2014.
 - b. All board members agreed. Ryan Abstained.
14. The board discussed with both new facilities that Hillcrest would need to increase its enrollment cap. The board reviewed the demographics and student enrollment in other Charter schools, Private schools and District Schools surrounding the new sites and reviewed a third party opinion of the enrollment likelihood for both of these areas.
- a. Ryan motioned and Jerad seconded that with ASBCS approval, Hillcrest would increase its enrollment cap from 400 to 1000.
 - b. All members agreed.
15. The board discussed the grade levels of each charter and discussed dropping 7th and 8th grade off the Hillcrest Charter to align with ICSA.
- a. Ryan motioned that upon Approval from ASBCS, to remove the 7th and 8th grades from the Hillcrest Charter effect 7/1/2014 if ASBCS also approves site relocation, site expansion and enrollment cap increase.
 - b. Jerad seconded the motion
 - c. All board members agreed.

Meeting Adjourned at 4:47pm

The undersigned hereby certifies that he is the duly elected and qualified Secretary and the custodian of the books and records of Hillcrest Academy, Inc., and that the foregoing is a true record of the proceedings of the meeting of the Board of Directors mentioned above.



Michael Scott, Secretary